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UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF NEVADA

IN RE RINO INTERNATIONAL ) Lead Case No. 2:10-cv-02209- KJD -GWF  
CORPORATION DERIVATIVE ) (Consolidated with case no. 2:10-cv-02244-  
LITIGATION ) KJD-DWF)

This Document Relates To:

ALL ACTIONS

**FINAL ORDER AND JUDGMENT**

This matter came before the Court for hearing pursuant to the Court's Order Preliminarily Approving Derivative Settlement and Providing for Notice, dated April 30, 2013 (the "Preliminary Approval Order"), on the application of the Parties for final approval of the settlement set forth in the Stipulation and Agreement of Settlement dated November 28, 2012 (the "Stipulation"). Due and adequate notice having been given to Current RINO Shareholders as required in said Preliminary Approval Order, and the Court having considered all papers filed and proceedings had herein and otherwise being fully informed in the premises and good cause appearing therefore, IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that:

1           1.       This Final Order and Judgment incorporates by reference the definitions in the  
2 Stipulation, and all capitalized terms used herein shall have the same meanings as set forth in the  
3 Stipulation.  
4

5           2.       This Court has jurisdiction over the subject matter of the Nevada Federal Action,  
6 including all matters necessary to effectuate the Settlement, and over all Parties.

7           3.       The Court finds that the Settlement set forth in the Stipulation is fair, reasonable,  
8 and adequate as to each of the Parties, and hereby finally approves the Settlement in all respects,  
9 finds that the Settlement set forth in the Stipulation provides substantial benefits to RINO and  
10 Current RINO Shareholders, and orders the Parties to perform its terms to the extent the Parties  
11 have not already done so.  
12

13           4.       The Nevada Federal Action, all claims contained therein, and Plaintiffs' Released  
14 Claims are hereby ordered as compromised, settled, released, discharged and dismissed on the  
15 merits and with prejudice by virtue of the proceedings herein and this Final Order and Judgment.  
16 As among Plaintiffs, RINO, and the Individual Defendants, the Parties are to bear their own  
17 costs, except as otherwise provided in the Stipulation.  
18

19           5.       Plaintiffs, Plaintiffs' Released Persons, and Current RINO Shareholders are  
20 forever enjoined and permanently barred from instituting, commencing or prosecuting against  
21 Defendants and/or Defendants' Released Persons any of Plaintiffs' Released Claims and as well  
22 as any claims arising out of, relating to or in connection with the institution, prosecution,  
23 assertion, defense, settlement, or resolution of the Nevada Federal Action.  
24

25           6.       Defendants and Defendants' Released Persons are forever enjoined and  
26 permanently barred from instituting, commencing or prosecuting against Plaintiffs and/or  
27 Plaintiffs' Released Persons any of Defendants' Released Claims as well as any claims arising  
28

1 out of, relating to, or in connection with the institution, prosecution, assertion, defense,  
2 settlement, or resolution of the Nevada Federal Action.

3         7. Upon the Effective Date, Plaintiffs' Released Persons, RINO, and each of RINO's  
4 shareholders (solely in their capacity as RINO shareholders), including the California Federal  
5 Plaintiffs, shall be deemed to have, and by operation of the Final Order and Judgment shall have,  
6 fully, finally and forever released, relinquished and discharged as against Defendants' Released  
7 Persons any and all of Plaintiffs' Released Claims, and each of Plaintiffs' Released Persons,  
8 RINO, and each of RINO's shareholders (solely in their capacity as RINO shareholders) shall  
9 forever be barred and enjoined from instituting, commencing, or prosecuting any and all of  
10 Plaintiffs' Released Claims against any of Defendants' Released Persons.

11         8. Upon the Effective Date, Defendants' Released Persons shall be deemed to have,  
12 and by operation of the Judgment shall have, fully, finally and forever released, relinquished and  
13 discharged as against Plaintiffs' Released Persons, RINO, and all of RINO's shareholders (solely  
14 in their capacity as RINO shareholders) any and all of Defendants' Released Claims, and  
15 Defendants' Released Persons shall forever be barred and enjoined from instituting,  
16 commencing, or prosecuting any and all of Defendants' Released Claims against any of  
17 Plaintiffs' Released Persons, RINO, or any of RINO's shareholders (solely in their capacity as  
18 RINO shareholders).

19         9. The Court finds that the Notice to Current RINO Shareholders, published in the  
20 *Investor's Business Daily*, provided the best notice practicable under the circumstances of these  
21 proceedings and of the matters set forth therein, including the Settlement set forth in the  
22 Stipulation, to all Persons entitled to such notice, and said Notice fully satisfied the requirements  
23 of Federal Rule of Civil Procedure 23.1 and the requirements of due process.

1           10.     Within ten (10) business days following the entry of this Final Order and  
2 Judgment, the Parties will jointly apply to have the California State Action and Nevada State  
3 Action dismissed with prejudice.  
4

5           11.     The Court finds that during the course of the Nevada Federal Action, the Parties  
6 and their counsel at all times complied with Federal Rule of Civil Procedure 11.

7           12.     The Court finds that the Fee Award and Incentive Awards are fair and reasonable,  
8 in accordance with the Stipulation, and finally approves the Fee Award and Incentive Awards.  
9

10          13.     Neither the Stipulation (including any exhibits attached hereto) nor the  
11 Settlement, nor any act performed or document executed pursuant to or in furtherance of the  
12 Stipulation or the Settlement: (i) is or may be deemed to be or may be offered, attempted to be  
13 offered or used in any way by the Parties as a presumption, a concession or an admission of, or  
14 evidence of, the validity of any of Plaintiffs' Released Claims, or of any fault, wrongdoing or  
15 liability of any of the Parties, Plaintiffs' Counsel, Defendants' Counsel, Defendants' Released  
16 Persons or Plaintiffs' Released Persons; or (ii) is or may be deemed to be or may be offered,  
17 attempted to be offered or used in any way by the Parties as a presumption, a concession or an  
18 admission of, or evidence of, any fault, omission, wrongdoing or liability of any of the Parties,  
19 Plaintiffs' Counsel, Defendants' Counsel, Defendants' Released Persons or Plaintiffs' Released  
20 Persons in any civil, criminal, or administrative proceeding in any court, administrative agency,  
21 or other tribunal. The Parties, Plaintiffs' Counsel, Defendants' Counsel, Defendants' Released  
22 Persons and Plaintiffs' Released Persons may file the Stipulation and/or the Final Order and  
23 Judgment in any action that has been or may be brought against them (including but not limited  
24 to the California Federal Action) in order to support a defense or counterclaim based on  
25 principles of *res judicata*, collateral estoppel, release, good-faith settlement, judgment bar or  
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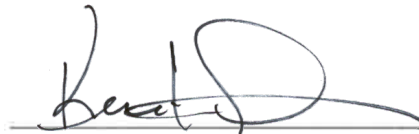
1 reduction, or any other theory of claim preclusion or issue preclusion or similar defense or  
2 counterclaim.

3  
4 14. Without affecting the finality of this Final Order and Judgment in any way, this  
5 Court hereby retains continuing jurisdiction over: (a) implementation of the Settlement; and (b)  
6 the Parties for the purpose of construing, enforcing, and administering the Stipulation, including,  
7 if necessary, setting aside and vacating this Final Order and Judgment, on motion of a Party, to  
8 the extent consistent with and in accordance with the Stipulation if the Effective Date fails to  
9 occur in accordance with the Stipulation.  
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11 15. This Final Order and Judgment is a final, appealable judgment and should be  
12 entered forthwith by the Clerk in accordance with Federal Rule of Civil Procedure 58.

13 IT IS SO ORDERED.

14 DATED: July 23, 2013  
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16 HONORABLE KENT J. DAWSON  
17 UNITED STATES DISTRICT JUDGE  
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